

**AMENDMENT TO KENYON & KENYON  
FIRM 57  
PARTNERSHIP AGREEMENT**

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Pursuant to a vote of the partners at a meeting of the partnership held on September 21, 1996 and effective as of that date, the partners hereby amend the Firm 57 Partnership Agreement, pursuant to the provisions of paragraph 18 of the partnership Agreement, as follows:

1. The Firm Agreement is amended, as necessary, to adopt a continuing Firm as of 10/1/96,

(a) which will establish memo accounts for the existing partners as determined by existing Accounts Receivable and Work In Progress as of 9/30/96 as described by Price Waterhouse,

EDWARD W. GREASON

Edward W. Greason

WILLIAM T. BOLAND, JR.

William T. Boland Jr.

ROBERT D. FIER

Robert D. Fier

CHARLES R. BRAINARD

Charles R. Brainard

KENNETH E. MADSEN

Kenneth E. Madsen

RICHARD L. MAYER

Richard L. Mayer

EDWARD J. HANDLER III

Edward J. Handler III

ROBERT T. TOBIN

Robert T. Tobin

PAUL LEMPEL

Paul Lempel

ALAN T. BOWES

Alan T. Bowes

PAUL H. HELLER

Paul H. Heller

ARTHUR D. GRAY

Arthur D. Gray

ALBERT J. BRENEISEN

Albert J. Breneisen

STUART J. SINDER

Stuart J. Sinder

GEORGE E. BADENOCH

George E. Badnoch

JOHN C. ALTMILLER

John C. Altmiller

MICHAEL J. LENNON

Michael J. Lennon

PHILIP J. MC CABE

Philip J. McCabe

JAMES GALBRAITH

James Galbraith

WALTER E. HANLEY, JR.

Walter E. Hanley, Jr.

RICHARD L. DELUCIA

Richard L. Delucia

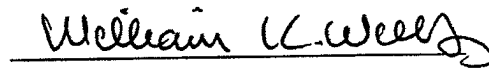
JAMES E. ROSINI

James E. Rosini

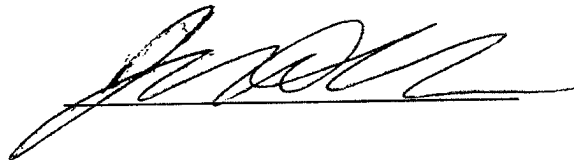
EDWARD T. COLBERT



WILLIAM K. WELLS, JR.



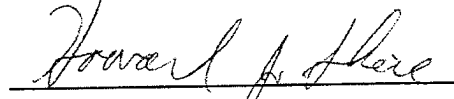
JONATHAN D. REICHMAN



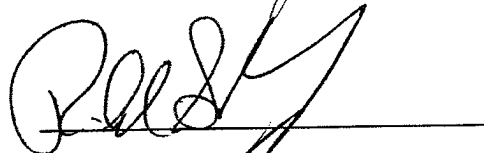
PATRICK J. BIRDE



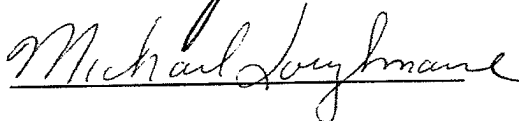
HOWARD J. SHIRE



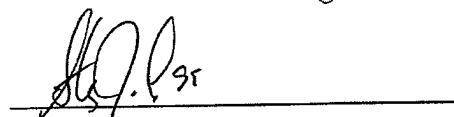
RICHARD S. GRESALFI



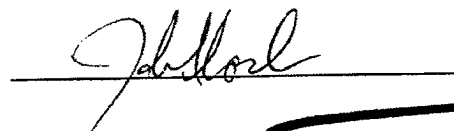
MICHAEL D. LOUGHNANE



STEVEN J. LEE



JOHN FLOCK



RICHARD M. ROSATI



FRANK PIETRANTONIO

